

RECORDATION NO. 23593-1 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

FEB 04 '05 3-09 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 4, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of June 18, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 23593.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West-Suite #1000
Jacksonville, Florida 32258

Lessee: Union Pacific Railroad Company
1400 Douglas Street #0780
Omaha, Nebraska 68179-0780

Mr. Vernon A. Williams
February 4, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

162 railcars, 158 within the series CHTT 101145 - CHTT 101309 and 4 within the series KCS 759055 - KCS 759072, both as more particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosure

FEB 04 '05

3-09PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~May~~ ^{June} 18th, 2004 by and between **Bombardier Capital Rail Inc.**, a Minnesota corporation (formerly known as NorRail, Inc. and herein referred to as "Lessor") and **Union Pacific Railroad Company**, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 0351737 dated October 31, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 015 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor up to one hundred sixty-four (164) 60' 9" Plate F Autoparts Boxcar railcars bearing the reporting mark and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.
(formerly known as NorRail, Inc.)

By: Print Name: **James M. Tilley**Title: **Vice President, Marketing**And by: Print Name: **RICHARD S. MITCHELL**Title: **VICE PRESIDENT & GENERAL MANAGER**

LESSEE: Union Pacific Railroad Company

By: 

Print Name: _____

Title: **Karen A. Watson**

(Optional)

And by: **General Director-****Mechanical Purchasing**

Print Name: _____

Title: _____

EXHIBIT A
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER	EQUIP NUMBER	EQUIP NUMBER	EQUIP NUMBER
1. CHTT101145	44. CHTT101190	87. CHTT101234	130. CHTT101279
2. CHTT101146	45. CHTT101191	88. CHTT101235	131. CHTT101280
3. CHTT101147	46. CHTT101192	89. CHTT101236	132. CHTT101281
4. CHTT101148	47. CHTT101193	90. CHTT101237	133. CHTT101282
5. CHTT101149	48. CHTT101194	91. CHTT101238	134. CHTT101283
6. CHTT101150	49. CHTT101195	92. CHTT101239	135. CHTT101284
7. CHTT101151	50. CHTT101196	93. CHTT101240	136. CHTT101286
8. CHTT101152	51. CHTT101197	94. CHTT101241	137. CHTT101287
9. CHTT101153	52. CHTT101199	95. CHTT101242	138. CHTT101288
10. CHTT101154	53. CHTT101200	96. CHTT101243	139. CHTT101289
11. CHTT101155	54. CHTT101201	97. CHTT101244	140. CHTT101290
12. CHTT101156	55. CHTT101202	98. CHTT101245	141. CHTT101291
13. CHTT101157	56. CHTT101203	99. CHTT101246	142. CHTT101292
14. CHTT101158	57. CHTT101204	100. CHTT101247	143. CHTT101293
15. CHTT101160	58. CHTT101205	101. CHTT101248	144. CHTT101295
16. CHTT101161	59. CHTT101206	102. CHTT101249	145. CHTT101296
17. CHTT101162	60. CHTT101207	103. CHTT101250	146. CHTT101297
18. CHTT101163	61. CHTT101208	104. CHTT101251	147. CHTT101298
19. CHTT101164	62. CHTT101209	105. CHTT101252	148. CHTT101299
20. CHTT101165	63. CHTT101210	106. CHTT101253	149. CHTT101300
21. CHTT101167	64. CHTT101211	107. CHTT101254	150. CHTT101301
22. CHTT101168	65. CHTT101212	108. CHTT101255	151. CHTT101302
23. CHTT101169	66. CHTT101213	109. CHTT101256	152. CHTT101303
24. CHTT101170	67. CHTT101214	110. CHTT101257	153. CHTT101304
25. CHTT101171	68. CHTT101215	111. CHTT101258	154. CHTT101305
26. CHTT101172	69. CHTT101216	112. CHTT101259	155. CHTT101306
27. CHTT101173	70. CHTT101217	113. CHTT101260	156. CHTT101307
28. CHTT101174	71. CHTT101218	114. CHTT101261	157. CHTT101308
29. CHTT101175	72. CHTT101219	115. CHTT101262	158. CHTT101309
30. CHTT101176	73. CHTT101220	116. CHTT101263	159. KCS 759055
31. CHTT101177	74. CHTT101221	117. CHTT101264	160. KCS 759063
32. CHTT101178	75. CHTT101222	118. CHTT101265	161. KCS 759072
33. CHTT101179	76. CHTT101223	119. CHTT101266	162. KCS 759072
34. CHTT101180	77. CHTT101224	120. CHTT101267	163. To be advised
35. CHTT101181	78. CHTT101225	121. CHTT101268	164. To be advised
36. CHTT101182	79. CHTT101226	122. CHTT101269	
37. CHTT101183	80. CHTT101227	123. CHTT101272	
38. CHTT101184	81. CHTT101228	124. CHTT101273	
39. CHTT101185	82. CHTT101229	125. CHTT101274	
40. CHTT101186	83. CHTT101230	126. CHTT101275	
41. CHTT101187	84. CHTT101231	127. CHTT101276	
42. CHTT101188	85. CHTT101232	128. CHTT101277	
43. CHTT101189	86. CHTT101233	129. CHTT101278	

STATE OF NEBRASKA
COUNTY OF DOUGLAS

On this 21st June day of May, 2004 before me personally appeared, Karen Watson and _____, to me personally known, who being by me duly sworn, say that they are the General Director of Mechanical, respectively of **Union Pacific Railroad Company**, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Deborah L. Vornbrock
Notary Public
My commission expires: 1/15/08

STATE OF FLORIDA
COUNTY OF DUVAL

On this 11th July day of May, 2004 before me personally appeared, James Tiller and Richard S. Mitchell, to me personally known, who being by me duly sworn, say that they are the VP - Sales - Mktg. and the VP - General Mgt., respectively of **Bombardier Capital Rail Inc.**, a Minnesota corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public
My commission expires: 7-1-06